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Co-Counsel for Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	Chapter 11
GYMBOREE GROUP, INC., *et al.*,[1]	Case No. 19-30258 (KLP)]
Debtors.	(Jointly Administered)

**DECLARATION OF DISINTERESTEDNESS OF
PROPOSED ORDINARY COURSE PROFESSIONAL**

I, Barbara Antonucci, declare under penalty of perjury:

1.   I am a partner at Constangy, Brooks, Smith & Prophete LLP located at 351 California Street, Second Floor, San Francisco, California 94104 (the "Firm").

2.   The above-captioned debtors in possession (the "Debtors"), have requested that the Firm provide labor and employment advice services to the Debtors, and the Firm has consented to provide such services.

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[1]   The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Gymboree Group, Inc. (6587); Gymboree Intermediate Corporation (1473); Gymboree Holding Corporation (0315); Gymboree Wholesale, Inc. (6588); Gym-Mark, Inc. (6459); Gymboree Operations, Inc. (6463); Gymboree Distribution, Inc. (8669); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, LLC (6461); Gym-Card, LLC (5720); and Gymboree Island, LLC (1215). The Debtors' service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

3.   Neither I nor any principal, partner, director, officer, [etc.] of the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

4.   As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties. Thus, the Firm may have performed services in the past, may currently perform services, and may perform services in the future to persons that are or may be parties in interest in these chapter 11 cases or are employed by such parties in interest. The Firm, however, does not and will not perform services for any such person in connection with or related to these cases.

5.   Neither I nor any principal, partner, director, officer, [etc.] of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6.   The Debtors owe the Firm $0 for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code.]

7.   As of January 16, 2019, the date on which the Debtors commenced these cases, the Firm was not party to an agreement for indemnification with the Debtors. [A copy of such agreement is attached as **Exhibit 1** to this Declaration.]
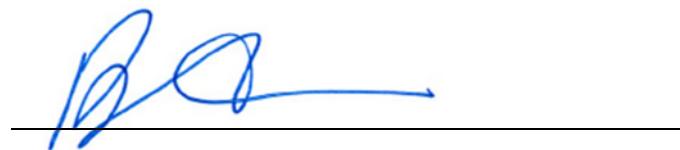
8.   The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

[*Remainder of page intentionally left blank*]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true

and correct to the best of my knowledge and belief.

Dated: March 4, 2019   Respectfully submitted,

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